



Association of Art Museum Curators & AAMC Foundation

**Association of Art Museum Curators (AAMC) &  
AAMC Foundation  
Board, Committee and Task Force Handbook  
2016**



Association of Art Museum Curators & AAMC Foundation

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## **GENERAL INFORMATION**

### **ABOUT AAMC & AAMC FOUNDATION**

#### **AAMC & AAMC FOUNDATION MISSION STATEMENT**

The mission of the Association of Art Museum Curators is to support and promote the work of curators by creating opportunities for networking, collaboration, professional development, and advancement. In support of these aims, the AAMC Foundation seeks to heighten public understanding of the curator's role in non-profit arts organizations through professional development programs, awards, and grants.

By providing a dynamic forum in which to share ideas and encourage professional development, the Association of Art Museum Curators will continue to attract membership, increasing its visibility and importance to the larger arts community.

#### **VISION STATEMENT**

AAMC & AAMC Foundation celebrates, advances, and advocates for the art curatorial profession through the Americas, and beyond.

By 2021, the AAMC and AAMC Foundation want to be known and respected as the voice of the curatorial profession in its varying forms. The organizations hope to achieve this by offering valuable programming; convening and creating effective networks of peers; providing standards for best curatorial practices and ethics; advocating overall for the profession; initiating diversity efforts; and mentoring and inspiring future curators.

#### **VALUES & GOALS**

The AAMC & AAMC Foundation value, support and promote:

- Recognizing, valuing, and rewarding curators for the core role and responsibilities they play in their institutions and communities
- Encouraging the continual professional development, advancement, and effectiveness of curators, by identifying and responding to critical shifts in curatorial practice from changing community demographics and audience expectations, to expanding responsibilities for curators within their institutions, to recognizing the dramatic impact of new technologies on the curatorial products and processes
- Ensuring that the curatorial perspective on art, museums, and educational issues is actively communicated to the public, media, and museum profession
- Promoting the curatorial profession as a career destination for high-quality and diverse emerging art scholars
- Define and expand the word “curator” and how that definition applies to whom we accept as members and the impact it will have on our name and mission
- Representing and advocating for the highest standards of ethics and professional behavior for art curators on issues ranging from proper care and handling of art; accurate and balanced interpretation of



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art, art history, and art ideas; fair treatment and representation of artists and their work; and prudent and transparent relationships among board, donors, staff, and the communities they represent and serve

The goals of the AAMC & AAMC Foundation are to:

- Develop dependable, predictable, and adequate Annual Funding
- Create attractive, popular, and relevant member services
- Offer successful, diverse, and timely professional development programs
- Provide effectual and judicious advocacy for art curators and the art curatorial profession

### **DIVERSITY STATEMENT**

All of AAMC & AAMC Foundation programming and overall efforts shall strive to be representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position, of participants. The more diverse our voices, the more dynamic our offerings will be.



Association of Art Museum Curators & AAMC Foundation

## AAMC & AAMC FOUNDATION HISTORY

The AAMC, a 501(c)(6) membership organization, grew out of the Forum of Curators and Conservators at the Metropolitan Museum of Art, a recognized, non-union body of more than 100 members. In response to news of staff reorganizations at several major US museums, members of the Forum created an ad hoc committee to explore the feasibility of a national organization of museum curators in 1999. Over the course of two and a half years, curators at the Metropolitan Museum-including Katharine Baetjer, Stefano Carboni, Colta Ives, Peter Kenny, and Gary Tinterow- worked closely with prominent members of the Association of Art Museum Directors (AAMD), including Philippe de Montebello, Anne d'Harnoncourt, Katharine Lee Reid, and James Wood, to draft the mission statement and by-laws of the proposed organization. In April 2001, they held a meeting in New York, attended by representatives from a dozen American art museums, during which they voted the organization into existence.

In Spring 2001, Mr. de Montebello announced the formation of the AAMC in his keynote address at a colloquium sponsored by the American Federation of Arts, and in July of that year, James Cuno, then president of the AAMD, wrote an official letter of endorsement. In June 2002, more than 300 curators from across the United States attended the first AAMC Annual Conference & Meeting held at the Metropolitan Museum of Art.

In early 2004, the AAMC board of trustees voted to incorporate the AAMC Foundation, a 501(c)(3) tax-exempt organization. The AAMC Foundation seeks to heighten public understanding of the curator's role in non-profit arts organizations through professional development programs, awards, and grants. In 2007, the Center for Curatorial Leadership (CCL) was founded under the umbrella of the AAMC Foundation with the leadership of Agnes Gund and Elizabeth Easton. In 2014, CCL separated from the AAMC Foundation, forming its own 501(c)3 to better serve its mission and the needs of its fellows.

Since 2004, AAMC has held an Annual Conference & Meeting each year and continues to build membership and programs. With offices in New York City, generously provided in part by the Samuel H. Kress Foundation, AAMC & AAMC Foundation employs a full time Executive Director and Administrator.



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## **DIRECTORS & OFFICERS INSURANCE**

The AAMC & AAMC Foundation carry a Directors & Officers Liability and Employment Practices Liability insurance policy with the Philadelphia Insurance Company. The policy provides financial protection for AAMC & AAMC Foundation directors and officers in the event they are sued in conjunction with the performance of their duties as they relate to the company as well as protection from allegations of negligent employment practices from employees. Directors and Officers Insurance can be thought of as a management Errors and Omissions policy. The limit of liability for each line of coverage is \$1,000,000 with a \$2500 deductible per claim. The policy period is 12 months, and is renewed in April each year.

The AAMC & AAMC Foundation also carry a package insurance policy with the Philadelphia Insurance Company. This policy provides general & professional liability insurance at a primary limit of \$1,000,000 per occurrence with a \$2,000,000 aggregate. There is also a \$2,000,000 umbrella liability premium covering over the primary layer. This provides protection to AAMC against allegation of negligence that result in bodily injury or property damage to a third party. The policy also provide \$11,000 of office contents insurance, auto employee non ownership and hired car liability and employee dishonesty insurance for \$25,000. The policy period is 12 months and is renewed each year in September.



## BOARD OF TRUSTEES AND EMPLOYEE CONFLICT OF INTEREST

It is in the best interest of the AAMC & AAMC Foundation to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help Directors, Officers and employees of the AAMC & AAMC Foundation identify situations that present potential conflicts of interest and to provide the AAMC & AAMC Foundation with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the AAMC & AAMC Foundation's operations.

### PREAMBLE

The Directors, Officers and employees of the **Association of Art Museum Curators (AAMC) & AAMC Foundation** (the "Corporation") owe a duty of loyalty to the Corporation, which requires that in their positions, they act in the interest of the Corporation and not in their personal interests. Directors, Officers and employees may not use their positions or information they have about the Corporation or the Corporation's property or information obtained through their positions in a manner that allows them to secure a significant economic benefit, either directly or indirectly, for themselves or their relatives. In sum, it is the policy of the Corporation that no transaction between it and its Directors, Officers and employees be tainted with an actual or perceived conflict of interest.

### DEFINITION OF "CONFLICT OF INTEREST"

For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

1. A Director, Officer or employee, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the AAMC & AAMC Foundation for goods or services.
2. A Director, Officer or employee, (or a family member of any of the foregoing) has a material financial interest in a transaction between the AAMC & AAMC Foundation and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
3. A Director, Officer or employee, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the AAMC & AAMC Foundation.
4. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the AAMC & AAMC Foundation.
5. Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of AAMC & AAMC Foundation. All such circumstances should be disclosed to the Board President, and a decision be made as to what course of action the organization or individuals should take so that the best interests of AAMC & AAMC Foundation are not compromised by the personal interests of stakeholders in AAMC & AAMC Foundation.



Association of Art Museum Curators & AAMC Foundation

**DISCLOSURE**

1. Immediately following election to the Board, a Committee or Task Force, and annually thereafter, all Directors, Officers and employees shall complete the Conflict of Interest Disclosure Statement and disclose in writing, to the best of their knowledge, any Interest (as defined below) in any corporation or other organization which provides goods or professional or other services to the Corporation for a fee or other compensation. Staff must complete the Conflict of Interest Disclosure Statement upon hiring. A copy of each disclosure statement shall be available to any Director of the Corporation on request.
2. If at any time during their term of service a Director, Officer or employee has any Interest which may pose a conflict of interest at any time during that Director's, Officer's, Chair's, Task Force Leader's or volunteer's service, they shall promptly disclose the material facts of that Interest in writing to the Board President and/or Executive Director.
3. When any matter in which a Director, Officer or employee has an interest comes before the Board or any committee of the Board for decision or approval, that Interest shall be immediately disclosed to the Board or the Committee by that person.

**VOTING**

No Director shall vote on any matter in which the individual has an interest.

**NON-PARTICIPATION**

The Board or members of a committee may, by majority vote, ask any Director or Officer who has an Interest in a matter not to participate, or to leave the room at the board meeting or committee meeting in which discussion regarding that matter is carried on; the interested Director or Officer may participate in in any discussion regarding their exclusion but must accept the majority vote.

**ATTEMPTS TO INFLUENCE**

Directors and Officers shall not attempt to influence other Directors or Officers regarding matters in which they have an interest, without first disclosing that Interest.

**CONTRACT REVIEW COMMITTEE**

If a contract is proposed for approval by the Board in which a Director, Officer, employee or their relatives or an organization with which such persons are associated (as defined above) is a potential contractor, regardless of amount (an "Interested Party Contract"), the Board or a committee designated by the Board shall review the contract and shall recommend that the Corporation execute or not execute the contract. If a Board committee reviews an Interested Party Contract and recommends that the Corporation not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may, by a majority vote of the disinterested Directors entitled to vote on the matter, decide that the Corporation shall or shall not execute the Interested Party Contract. In reaching its decision, the Board or Committee shall adhere to the legal requirements applicable to approval of Interested Party Contracts. The crux of those requirements is that taking into account the terms of possible alternatives, the proposed contract is fair, reasonable and in the best interest of the Corporation. All action regarding Interested Party Contracts shall be recorded in the minutes of the Board or the Board committee that reviewed the contract.

**VIOLATION**

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the



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circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

**STAFF**

The Executive Director of the Corporation is directed to apply to the staff rules and procedures consistent with the rules and procedures outlined above for Directors and Officers. For purposes of this policy, the term Officer shall include the Executive Director of the Corporation.



Association of Art Museum Curators & AAMC Foundation

## ASSOCIATION OF ART MUSEUM CURATORS & AAMC FOUNDATION CONFLICT OF INTEREST DISCLOSURE STATEMENT

I have read the Conflict of Interest Policy of the Association of Art Museum Curators (AAMC) & AAMC Foundation. To the best of my knowledge, except as disclosed in the attached statement, I do not have an Interest, as defined in the policy, requiring disclosure under the Policy.

Further, to the best of my knowledge, except as disclosed, I do not intend to acquire an Interest, as defined in the policy.

(A) Without exception /\_\_\_/

(B) Except as described in the attached statement /\_\_\_/

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly disclose the conflict in writing to the President of the Board, Executive Director and the Executive Committee.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_



## COMMITTEE AND TASK FORCE MEMBERS CONFLICT OF INTEREST

It is in the best interest of the AAMC & AAMC Foundation to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help Committee and Task Force members of the AAMC & AAMC Foundation identify situations that present potential conflicts of interest and to provide the AAMC & AAMC Foundation with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the AAMC & AAMC Foundation's operations.

### PREAMBLE

Committee and Task Force members of the Association of Art Museum Curators (AAMC) & AAMC Foundation (the "Corporation") owe a duty of loyalty to the Corporation, which requires that in their positions, they act in the interest of the Corporation and not in their personal interests. Committee and Task Force members may not use their positions or information they have about the Corporation or the Corporation's property or information obtained through their positions in a manner that allows them to secure a significant economic benefit, either directly or indirectly, for themselves or their relatives. In sum, it is the policy of the Corporation that no transaction between it and its Committee and Task Force members be tainted with an actual or perceived conflict of interest.

### DEFINITION OF "CONFLICT OF INTEREST"

For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

1. A Committee or Task Force member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the AAMC & AAMC Foundation for goods or services.
2. A Committee or Task Force member (or a family member of any of the foregoing) has a material financial interest in a transaction between the AAMC & AAMC Foundation and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
3. Committee or Task Force member (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the AAMC & AAMC Foundation.
4. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the AAMC & AAMC Foundation.
5. Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the AAMC & AAMC Foundation. All such circumstances should be disclosed to the Board President, and a decision made as to what course of action the organization or individuals should take so that the best interests of the AAMC & AAMC Foundation are not compromised by the personal interests of stakeholders in the AAMC & AAMC Foundation.



Association of Art Museum Curators & AAMC Foundation

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2. If at any time during their term of service a Committee or Task Force member has any Interest which may pose a conflict of interest at any time during that Committee or Task Force member's service, they shall promptly disclose the material facts of that Interest in writing to the Board President and/or Executive Director.
3. When any matter in which Committee or Task Force member has an Interest comes before the Committee or Task Force for decision or approval, that Interest shall be immediately disclosed to the Board or the Committee by that person.

**VOTING**

No Committee or Task Force member shall vote on any matter in which they have an interest.

**NON-PARTICIPATION**

The Committee or Task Force members may, by majority vote, ask any Committee or Task Force member who has an Interest in a matter not to participate, or to leave the room at the meeting in which discussion regarding that matter is carried on; provided, however, that the interested Committee or Task Force member may participate in any discussion regarding their exclusion.

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circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

**STAFF**

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Association of Art Museum Curators & AAMC Foundation

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FOUNDATION  
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

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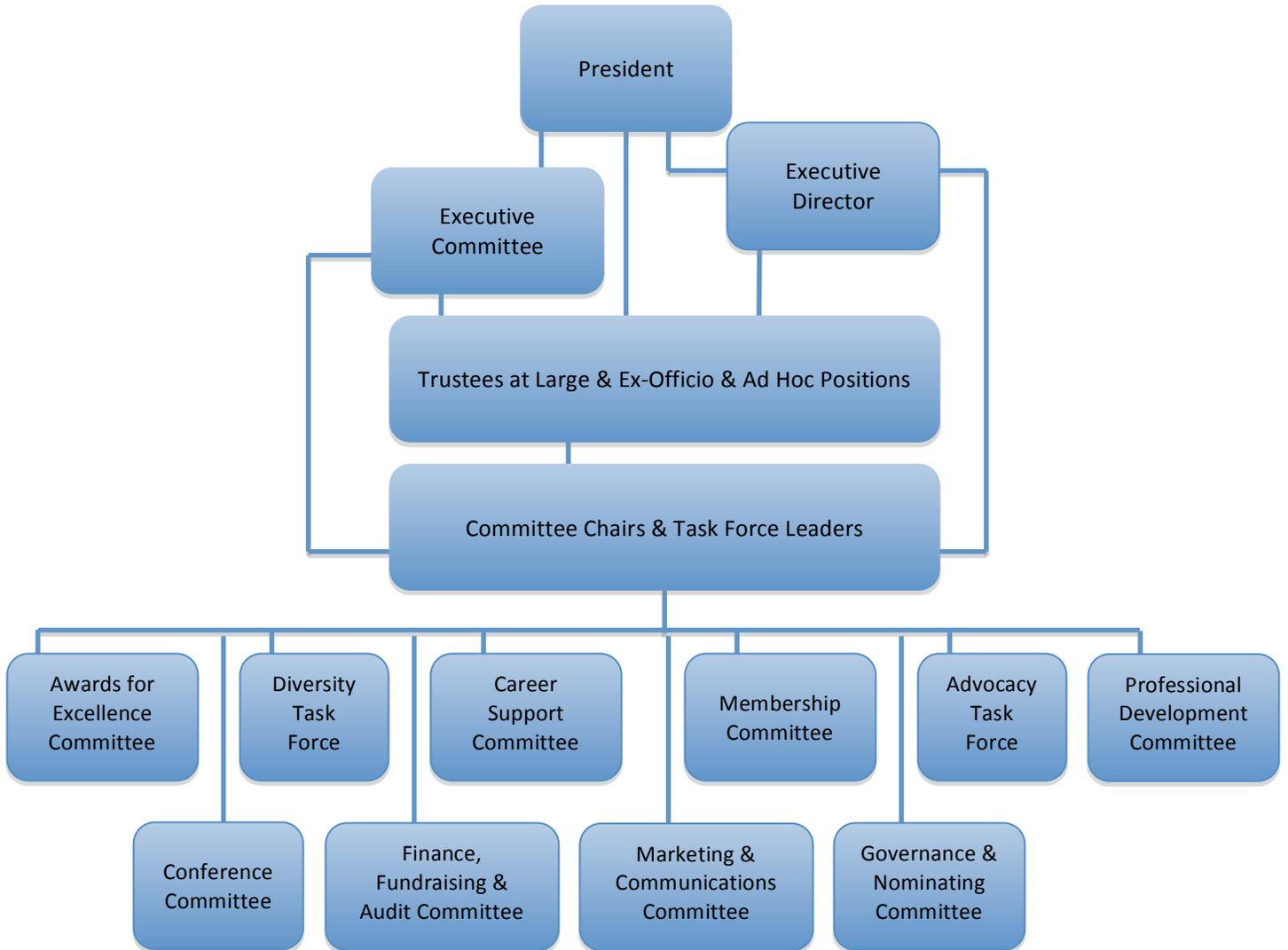
If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly disclose the conflict in writing to the President of the Board, Executive Director and Executive Committee.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_

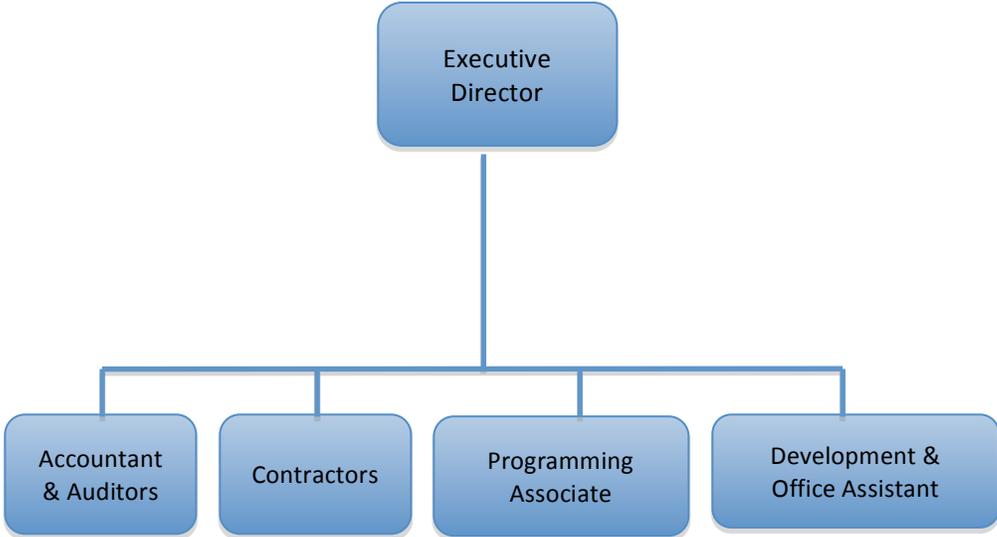
## ORGANIZATIONAL STRUCTURE 2016

### BOARD OF TRUSTEES, COMMITTEES & TASK FORCES



## ORGANIZATIONAL STRUCTURE 2016

### STAFF



## STAFF JOB DESCRIPTIONS

### EXECUTIVE DIRECTOR

The Executive Director is responsible for the overall administration & management of the AAMC & AAMC Foundation, including programming, fundraising, staffing, & business operations. This is an exempt, full-time position.

#### ORGANIZATION BASED

- Commit to the mission of the organizations
- Develop the organizations' future leadership
- Lead Committees & Task Forces, both their chairs & members
- Oversee strategic planning process & implementation
- Follow the highest ethical standards, ensure accountability & comply with the law
- Engage & support the Board in planning & lead implementation of goals
- Manage the organizations' memberships & partnerships
- Actively participate in external programs relevant to the goals of the organizations

#### FINANCIAL

- Exercise responsible financial stewardship
- Analyze & forecast financials, including annual audit, 990s & quarterly projections
- Manage all accounting, including reviewing database & financial services

#### MARKETING & BRANDING

- Develop & implement marketing plan across all print & digital platforms
- Serve as the voice of organization's social media, press statements & PR inquiries
- Create & direct all e-communications
- Direct public relations, including writing press releases & managing press inquiries
- Advocate for the organizations, the curatorial profession, non-profit arts organizations & the overall arts community
- Remain versed in all news & issues pertaining to the visual arts

#### FUNDRAISING

- Direct & drive all fundraising initiatives, including grant applications, corporate support & individual giving
- Lead ask packages for corporate & individual support
- Create new strategies of support
- Structure & create annual fund campaigns
- Drive all fundraising activities

#### PROGRAMMING & PARTNERSHIPS

- Build, lead & manage all external relationships
- Create, lead, develop, execute & supervise all programming, ensuring quality & effectiveness
- Collaborate with external organizations to develop programming & advocacy activities

#### STAFFING

- Supervise all staff, including directly hiring, reviewing, & managing full time staff & contract employees, as well as providing salary recommendations



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- Create employee handbook, establishing guidelines for organizational policy in accordance with compliance regulations
- Oversee & deliver human resources, employee benefits & compliance matters

**Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities and activities may change at any time with or without notice.**



## Association of Art Museum Curators & AAMC Foundation

### PROGRAM ASSOCIATE

The Program Associate will work with the Executive Director to manage & execute the AAMC & AAMC Foundation's programs & associated activities. The Associate, in coordination with the Executive Director, will manage the organization's Annual Conference & Meeting, its largest event of the year, which gathers over 400 members & guests for four days of panels, workshops, & tours. In addition the individual will execute producing the AAMC Foundation's regional programming & online webinars, as well as any additional programming scheduled throughout the year. The Associate will also work with the Executive Director to prepare applications, announcements, & funder reports for the AAMC's programs, awards & grants. As of 2016, this role is contract and not full time.

### NON-CONFERENCE PROGRAMS, AWARDS, FELLOWSHIPS & GRANTS

- Coordinate creation of applications & results of any juror decisions
- Manage logistics, contracts, negotiations, insurance & payments for all venues, vendors, & speakers for each event
- Market programs: prepare & disseminate marketing materials for organization's website, news postings & e-blasts, & manage external postings, advertisements, & outreach
- Prepare & manage event budgets in coordination with Executive Director
- Arrange, secure & oversee meetings in relation to programs and during programs
- Manage audience registrations & necessary transactions to secure attendance
- Act as on-site liaison for event, including managing vendors, registrant check-in, & load out
- Prepare grant reports with Executive Director
- Ensure supporters of all programming are recognized & updated as per contracts
- Potentially secure support for programming

### ANNUAL CONFERENCE & MEETING

- Manage logistics, contracts, negotiations, insurance & payments for all venues, vendors & speakers. Vendors include but are not limited to: caterers, A/V, transportation, accommodation, photographer, & volunteers
- Manage production schedule, contact sheets, budget, & all other event tracking documents
- Work with the Executive Director & Graphic Designer to produce Conference Catalog
- Oversee Assistant in producing & delivering printed materials, including: Attendee Listing; name tags; registration collateral (including welcome bags); shipping of needed materials
- Collaborate with Executive Director to prepare Conference Report
- Potentially secure event support

### OTHER

- General office duties & other projects as needed

**Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities and activities may change at any time with or without notice.**



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**DEVELOPMENT & OFFICE ASSISTANT**

The Assistant serves as the administrative support staff for all aspects of developing & implementing the work of AAMC & AAMC Foundation & reports to the Executive Director. This is a non-exempt, 40 hour a week, full-time role.

DEVELOPMENT

- Maintain individual, institutional & corporate donor files, track gifts & meet deliverables
- Merge & deliver solicitations & acknowledgements for all appeals & gifts, including annual fund, individual, institutional, corporate & membership
- Ensure recognition of donors is correct & updated in print & online
- Work directly with AAMC membership, including individual & institutional member relations, renewals, appeals, member phone inquiries, acknowledgement & other aspects as needed
- Deliver membership statistics & reports monthly

OPERATIONS & ADMINISTRATIVE

- Create & maintain Board of Trustee, Committee, & Task Force rosters, meeting minutes & other associated documents, including preparing Board Meeting minutes
- Manage administrative projects including general research, prospect research (members, corporate & foundation), marketing potential & database entry
- Maintain & manage all calendars for the organizations, staff, Committees, Task Forces & trustees
- Assist with logging receipts, invoices & weekly bank deposits
- Send e-communications & deliver quarterly e-newsletter in conjunction with Director & designer
- Ensure that the website is accurate & up to date
- Perform administrative & clerical tasks including, copying, collating, compiling data, filing, responding to inquiries & other tasks as needed
- Manage facilities such as supplies, files, service providers & vendors
- Oversee interns & volunteers

PROGRAMMING & CONFERENCE

- Administer & track applications, communications, & all other information associated with the organization's grants, awards & prizes, as well as present coordinated information as needed for vetting
- Oversee Conference registrations & ticket purchases
- Oversee Conference hotel room blocks, including counts & comp rooms
- Manage accommodation & travel for speakers, staff & AAMC Leadership to programs
- Work with Program coordinator to produce & deliver printed materials, including: Attendee Listing; Conference Nametags; registration collateral (including welcome bags)
- Organize shipping of needed materials for program execution
- Set up daily registration desk & handle check in at events
- Organize all session presentations and ensure that they run smoothly
- Manage volunteer assistance
- Manage sponsorship & Conference Catalogue advertisement deliverables, contracts & payments
- Collect & organize Conference documentation, including photographs, videos & press
- Merge & deliver timely participant & venue thank you packages

**Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities and activities may change at any time with or without notice.**

## BOARD OF TRUSTEES SECTION

### BOARD OF TRUSTEES' ROLES & RESPONSIBILITIES

#### RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. **Ensure that the activities of AAMC & AAMC Foundation adhere to and advance mission and vision statements.**
2. **Provide proper financial oversight.** The Board must assist in developing the annual budget, ensure that proper financial controls are in place, and oversee prudent use of assets.
3. **Provide adequate resources.** Ensure that adequate financial support for staff and programming is in place for the organization to operate effectively.
4. **Fundraise for the organization.** Board members are responsible for contributing financially to the organization each year through a mandatory gift of \$1,000 for those with an annual income at or above \$75,000 and \$500 for those below that mark.
5. **Ensure legal and ethical integrity and accountability.** The Board is responsible for ensuring adherence to legal standards and ethical norms.
6. **Ensure effective organizational planning.** The Board must actively participate in implementing and monitoring the strategic plan's goals and make sound and informed judgments about its implementation.
7. **Act with duty of loyalty.** When acting on behalf of the organization, Board members must put the interests of the AAMC & AAMC Foundation before any personal or professional concerns and avoid potential conflicts of interest.
8. **Advocate for the organization and the curatorial profession at large.** The Board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the greater arts community for both the organization and the curatorial profession at large.
9. **Enact AAMC & AAMC Foundation's Diversity Statement within the organization, the board and in the curatorial community at large.** All of AAMC & AAMC Foundation's programming and overall efforts shall strive to be representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institution (museums, non-four wall art organizations, national or international), and regional position, of participants.
10. **Assess Board performance.** The Board is responsible evaluating its own performance periodically and comprehensively.
11. **Recruit members to AAMC.** The Board is responsible for recruiting new members to AAMC, and for recruiting new members to the Board.
12. **Actively participate in the organization's activities.** Board members are expected to attend all Board Meetings either in person or by telephone, and to attend AAMC programming whenever possible.
13. **Support the Executive Director.** The Board should ensure that the Executive Director has the moral and professional support the individual needs to further the goals of the organization.
14. **Select the Executive Director.** Boards must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position, should it be vacated.

## INDIVIDUAL RESPONSIBILITIES FOR ALL BOARD MEMBERS

### GENERAL EXPECTATIONS

1. Know the organization's mission, purpose, goals, policies, programs, services, strengths and needs.
2. Perform duties of Board membership responsibly and conform to the level of competence expected from Board members as outlined in the duties of care, loyalty, and obedience as they apply to non-profit Board members:
  - a. Duty of Care – the Board members' responsibility to actively participate in making decisions on behalf of the organization and to exercise their best judgment while doing so.
  - b. Duty of Loyalty – when acting on behalf of the organization in a decision-making capacity, Board members must set aside their own personal and professional interests. The organization's needs come first.
  - c. Duty of Obedience – the Board members bear the legal responsibility of ensuring that the organization remains true to its mission and that it complies with all applicable federal and state laws.
3. Suggest possible nominees to the Board who are clearly individuals of achievement and distinction and who will advance the organization's mission and goals and assure diversity within the board.
4. Serve in leadership positions and undertake special assignments willingly and enthusiastically.
5. Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.
6. Bring good will and a sense of humor to the Board's deliberations.
7. Have awareness of current issues and concerns in the field and larger art community, both locally and globally, and advise the organization accordingly.
8. Attend programs and activities of the organization, including the Annual Conference & Meeting, except in extenuating circumstances.

### MEETINGS

1. Prepare for and participate in all Board, Committee and Task Force meetings, including appropriate organizational activities, either in person or by phone.
2. Ask timely and substantive questions at Board, Committee and Task Force meetings consistent with one's conscience and convictions, while publicly supporting the majority decision on issues decided by the Board.
3. Maintain confidentiality of the Board executive sessions, and speak for the Board or organization only when authorized to do so.
4. Suggest agenda items periodically for Board, Committee and Task Force meetings to ensure that significant, policy-related matters are addressed.

### RELATIONSHIP WITH STAFF

1. Counsel and support the Executive Director as appropriate.
2. Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the Executive Director.

### AVOIDING CONFLICTS

1. Serve the organization as a whole rather than any special interest group or constituency. Regardless of whether or not a Board member was invited to fill a vacancy reserved for a certain constituency or organization, their first obligation is to avoid any preconception that they "represent" anything but the organization's best interests.
2. Avoid even the appearance of a conflict of interest that might compromise the Board or the organization, and disclose any possible conflicts to the Board in a timely fashion.



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3. Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
4. Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

FIDUCIARY RESPONSIBILITIES

1. Exercise prudence with the Board in the control and transfer of funds.
2. Read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

FUNDRAISING

1. Board members are responsible for contributing financially to the organization each year through a mandatory gift of \$1,000 for those with an annual income at or above \$75,000 and \$500 for those below that mark.
2. Solicit financial gifts to the organization through personal influence with others (corporations, individuals, foundations.)

ASSESSMENT

1. Actively participate in the Board Assessment process.



## BOARD OF TRUSTEES GOVERNANCE PROCEDURES

### NOMINATION AND SELECTION OF PRESIDENT AND VICE PRESIDENTS

(members of the AAMC & AAMC Foundation Executive Committee)

#### FOR ALL VICE-PRESIDENT POSITIONS AND TRUSTEES AT LARGE

The Governance & Nominating Committee vets nominations for the AAMC & AAMC Foundation Board of Trustees and Executive Committee positions and makes a particular effort to ensure the creation of a broad slate that is reflective of diversity and that is inclusive. The candidates moved forward through the recommendation of the Committee are then approved by a vote of the Board of Trustees. A final membership ratification takes place at the Membership Meeting at the AAMC & AAMC Foundation Annual Conference & Meeting each year. All terms for Board of Trustee positions will commence over the summer, and all at large position will be three years in duration with the option of being appointed for an additional three year with the full approval of the current President, Chairs of the Governance & Nominating Committee, and the Executive Director. All terms for Vice President positions will be two years in duration with the option of being appointed for an additional year, only once, with the full approval of the current President, Chairs of the Governance & Nominating Committee, and the Executive Director. Candidates must be AAMC members in good standing, or become an AAMC member. The number of Trustees at Large of the corporation shall be at least eight and not more than twenty-five.

All AAMC members are invited to make nominations, and self-nominations are welcomed and encouraged. All nominations must be made with the prior approval of the candidate.

#### FOR PRESIDENT POSITION

During the late Summer/early Fall of the second year of a President's term, a call for nominations will be sent to the membership to serve as President-elect of the organizations. During this time, nominations will be received from the membership as well as from the Governance & Nominating committee. In September, the Governance & Nominating committee will narrow the slate to no more than two candidates. Should the slate include two candidates, the membership will vote to select the President with a majority vote online. The individual selected will then serve as President Elect until the Annual Conference & Meeting, when the membership will ratify the President Elect. If there is one candidate, that candidate will serve as President Elect until the Annual Conference & Meeting, when the membership will ratify the President Elect. Once elected, the President Elect will serve in an ex-officio capacity on the Executive Committee. Presidents have an option to serve a second one-year term with full approval of the Board, Governance & Nominating Committee Chairs, and Executive Director. After serving their term, past Presidents will serve as co-chair of the Governance & Nominating Committee for a two-year term.

#### QUALIFICATIONS FOR PRESIDENT, AND ALL EXECUTIVE COMMITTEE ROLES:

1. Be a current member of the AAMC;
2. Show evidence of a strong commitment to advancement of the curatorial field;
3. Show evidence of leadership and scholarly attainment in the field at large;
4. Positively support the AAMC & AAMC Foundation's current strategic plan and vision;
5. Be inclusive of the organizations' diversity and inclusiveness initiatives;
6. Be forward thinking within the community;
7. Have served as an AAMC & AAMC Foundation Board Member.

Prospective candidates should be aware that they should solicit support from their organization to attend key AAMC meetings in person (at least two of the three Board meetings are held each year in New York) as well as



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the AAMC & AAMC Foundation Annual Conference & Meeting each year. Attendance for meetings and for the AAMC & AAMC Foundation Annual Conference & Meeting is expected, except under extenuating circumstances.

### TERM LIMITS

Board members serve for a three-year term with the option of a second three-year term total for a total of six years eligibility on the Board. Vice Presidents serve for a two-year term with the option of a one-year extension for a total of three years eligibility in that position. Board members that have completed their term(s) are eligible to serve again after taking three years off. Board members are eligible to serve on Committees and Task Forces as either chairs or members immediately after their board term is complete.

### EMERITUS STATUS

Emeritus status will be offered to past Board members by invitation only. Emeritus Board members are ex-officio members for life. Emeritus Board members are invited to join all Board meetings.

### BOARD ASSESSMENT PROCESS

The Governance & Nominating Committee will be responsible for initiating and conducting the Board Assessment at the discretion of the committee and depending on the organizations' needs. The process will focus on the effectiveness of the Board against their responsibilities as outlined in the Board Handbook. There will also be a section to give special attention to the performance of the Board President and individual Board members, as judged against the individual responsibilities for each Board position. The results of the assessment will be presented to the Board at the May meeting and will be used to identify areas of improvement and potential growth.

### BOARD EXPENSE ALLOCATION

Please note that there will be no compensation awarded for a Board member's time, travel, calls, or other needs. Should any expenses be incurred, they must have been preapproved by the Executive Director in advance.

### BOARD MEMBER RESIGNATION

Should a Board member wish to resign, the member must submit a written resignation letter to the Board President and Executive Director.

### PRESIDENT OF THE BOARD RESIGNATION

Should the Board President wish to resign, the person should submit a resignation letter to the Executive Committee as well as the Executive Director. Under these circumstances, the Executive Committee will appoint one of the Vice Presidents as Board President until the next Annual Conference & Meeting when an election from the general membership can take place. Should the Board President no longer meet the criteria for membership, or should the President wish to resign, the person should submit a letter of resignation to the Board of Trustees. The Executive Committee in consultation with the Governance and Nominating Committee and the Board of Trustees will appoint one of the VPs as Board President.

### DISMISSAL

Membership on the Board of Trustees may be terminated by the President in consultation with the Executive Committee, Executive Director, and if warranted the Governance and Nominating Committee for the following reasons:

1. The member no longer meets the criteria for membership or pre-approved non-member status;
2. The trustee has not upheld the Board of Trustees Roles and Responsibilities;
3. The trustee has not been in communication with the President or fellow trustees for over six months without prior communication to the President and Trustees about requesting a leave of absence;



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4. The trustee has been convicted of a felony or act that violates AAMC bylaws and Code of Ethics or has been deemed to be non compos mentis (not of sound mind).

### **BOARD ASSESSMENT PROCESS**

The Governance and Nominating Committee, along with the Executive Committee, Board President and Executive Committee will design a Board Assessment Process as needed.

## EXECUTIVE COMMITTEE JOB DESCRIPTIONS

### PRESIDENT OF THE BOARD

#### *Position Summary*

The Board chair is the senior volunteer of the AAMC & AAMC Foundation and presides at all meetings of the Board of Trustees, the Executive Committee, and other meetings as required. The Executive Director reports directly to the Board President. Together they partner to achieve the mission of the organizations while working to optimize the relationship between the Board, staff and general membership.

On average, the President should be prepared to commit 4-5 hours a week to the organizations. February, May, June and September tend to be the busiest months, but any time of year may require additional hours and/or assistance. The term of office is two years followed by one year as co-chair of the Governance & Nominating Committee.

#### *Responsibilities:*

#### POLICY AND PLANNING

1. Prepare in advance for decision-making and policy formation at Board meetings.
2. Take responsibility for self-education on the major issues before the Board.
3. Ensure that the Board of Trustees is working to fulfill the key objectives of the strategic plan.

#### GOVERNANCE

1. Assure that the Board of Trustees fulfills its responsibilities for the governance of the organizations.

#### FINANCES AND FUNDRAISING

1. Oversee and review budgets regularly to ensure all legal and fiduciary responsibilities of the organizations are met.
2. Assist with fundraising and motivating fundraising initiatives.
3. Commit time to developing financial resources for AAMC Foundation, the 501(c)(3) professional development arm of the AAMC. This commitment includes making a financial contribution at \$1,000 for those with an annual income at or above \$75,000, and \$500 for those below that mark, as well as supporting other fund development activities of the AAMC Foundation in a manner appropriate for Board trustees.
4. Ensure that all Board members contribute financially to the organizations.

#### BOARD MEETINGS

1. Chair meetings of the AAMC Executive Committee and AAMC Foundation Board of Trustees, which are each approximately two hours in duration. The Board meets at least three (3) times per year in person or via conference call. Be accessible for personal contact in between Board meetings.
2. Chair meetings of the Board and Executive Committee. See that these function effectively, interact with staff optimally, and fulfill all of their duties.
3. In coordination with the Executive Director, develop agendas for each meeting.
4. Present to the Board the President's Report, as needed per meeting.
5. Ensure the board is updated on the pace, direction, and strength of the organizations.

#### BOARD DEVELOPMENT

1. Participate in Board development, including periodic planning retreats.



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**BOARD & COMMITTEE RECRUITMENT AND ORIENTATION**

1. Work with the Executive Director to nominate Committee Chairs and Task Force Leaders with an eye to potential future leadership within the organizations, and being inclusive of the organizations' diversity initiatives.
2. Collaborate with the Executive Director in recruiting for the Board and other volunteer assignments as needed, being inclusive of the Organization's diversity initiatives.
3. Be an active participant in leadership transitions and orientation of newly elected President.
4. Board President may appoint specialty roles on the Board (e.g. Director, Legislation.) as needed.

**BOARD EVALUATION**

1. Participate in the Board assessment process.
2. Work with the Governance & Nominating Committee on Board and Committee evaluations.

**COMMITTEES & TASK FORCES**

1. Provide leadership to Committees and Task Forces as needed & requested.
2. Responsibly review and act upon Executive Director, Committee, and Task Force recommendations.
3. Oversee the composition of the standing Committees and Task Forces based on the recommendations of the Executive Director, with an emphasis on ensuring diversity as outlined in the Diversity Statement.

**STAFF OVERSIGHT, COMPENSATION AND EVALUATION**

1. Meet with the Executive Director on a regular but as needed basis to review activities and goals of the organizations.
2. Conduct an annual review of the Executive Director based on the Yearly Performance Review (held before February 20 in each new year) and recommend salary for consideration by the Board.
3. Assist Executive Director, if requested with any other staff reviews and concerns, and present to Board Executive Director's recommendation for salary increases for staff.

**PUBLIC RELATIONS AND COMMUNICATIONS**

1. When appropriate, serve as the organizational spokesperson.

**VICE PRESIDENTS OF THE BOARD**

Vice Presidents of the Board serve as active members of the Executive Committee. As co-chair of a committee, they are also participating members of that Committee. When an Executive Committee liaison to a Committee they serve a non-voting advisory role on that Committee. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Trustees. On average, Board Vice Presidents commit to 2 - 3 hours of engagement a week. The fall and spring are the most active times of the year and may require additional hours. The Term of Office is for two years, however, these terms may be extended by one year only once, as long as their Trustee status is current as well.

**VICE PRESIDENT, COMMUNICATIONS**

1. Serve as Co-Chair of the Marketing Committee.
2. Serve as Executive Committee liaison to the Membership Committee.
2. Work with the President, Executive Director, and others, when and if needed, to review or develop press releases.



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### **VICE PRESIDENT, FINANCE**

1. Oversee, with the co-chair, the Finance, Fundraising, & Audit Committee.
2. Oversee the process of approval of the Annual Budget.
3. Oversee financial operations, ensuring that incoming revenues and outgoing payments are handled and recorded appropriately.
4. Actively work to fundraise with the Executive Director and organizations' leadership.

### **VICE PRESIDENT, GOVERNANCE & NOMINATING**

1. Serve as President when President is absent.
2. Oversee, with the Co-Chair, the Governance & Nominating Committee.
3. Work with Executive Director and President to manage Board & Officer nominations and the election process.
4. Work with Executive Director and President to initiate and conduct the Board Assessment Process

### **VICE PRESIDENT, PROGRAMMING**

1. Serve as Executive Committee liaison to the Professional Development, Career Support, and Conference Committees.
2. Work with Executive Director and relevant Committees on programming, as needed and/or requested.



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## **AD HOC POSITIONS**

In addition to the executive officers of the organizations, the following Board member positions have been created to address major issues that the AAMC & AAMC Foundation has identified as crucial to its institutional growth. These positions may be appointed at any time by the full support of the Executive Committee. There is no requirement that each of the below positions be filled. Additionally, other positions may be created as our organizational needs dictate.

## **ADVOCACY LIAISON**

1. Report to the Board and membership on activities of the Advocacy Task Force, as well as Federal and State policy changes and new legislation related to the curatorial field specifically and the non-profit art world in general.
2. Update the Board and membership on advocacy action items that need to be addressed in a timely fashion.
3. Engage with other groups regarding legislative issues of importance to membership.

## **DIRECTOR, ACADEMIC ADVANCEMENT AND STUDENT MEMBERSHIP**

1. Develop ways to approach undergraduate and graduate students to cultivate new generation of curators.
2. Serve as an active member of the Professional Development Committee.

## **INTERNATIONAL CHAIR**

1. Work with the Membership Committee to strategically and actively recruit international members.
2. Advise staff on the marketing of internationally focused programming.
3. Report to the Board and membership on key activities and issues facing the international curatorial field.

## **REGIONAL CHAIR**

1. Work with Membership Committee to strategically and actively recruit new members in their region.
2. Advise the Professional Development Committee and the Vice President, Programs on issues and topics relevant to the curatorial community in their region.

## COMMITTEE AND TASK FORCE SECTION

### COMMITTEE AND TASK FORCE MEMBER RESPONSIBILITIES

Committee and Task Force members and chairs are expected to:

1. Know the organizations' mission, purpose, goals, policies, programs, services, strengths and needs, particularly as they pertain to the Committee or Task Force.
2. Commit to participate actively in the Committee or Task Force's work, including substantive participation in Committee or Task Force meetings, discussions, programs, and projects.
3. Act in accordance with the Association's By Laws and work to achieve the AAMC & AAMC Foundation's mission through prudent and ethical action.
4. Volunteer for and accept assignments and complete them thoroughly and on time.
5. Stay informed about Committee or Task Force matters, prepare for meetings and review and comment on minutes and reports.
6. Maintain a collegial working relationship with other members of the Committee or Task Force.
7. Ensure that all of AAMC & AAMC Foundation's programming and overall efforts are representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, level of experience, and regional position of participants.
8. Disclose any possible conflicts to the Executive Director in a timely fashion, and avoid even the appearance of a conflict of interest that might compromise the organizations.

### ADDITIONAL RESPONSIBILITIES FOR COMMITTEE CHAIRS AND TASK FORCE LEADERS

Committee Chairs and Task Force Leaders serve as ex-officio board members, unless previously elected as an acting board member, and as such are strongly encouraged to attend all board meetings.

1. Oversee the regular business of the Committee or Task Force in concert with the Executive Director and/or additional AAMC staff. Responsibilities include coordinating with the Executive Director to schedule meetings and conference calls, planning and distributing meeting agendas, attending over Committee meetings, and working with the President and Executive Director to select and recruit Committee or Task Force members.
2. Attend Board meetings as non-voting members unless previously elected as an acting board member, and are encouraged to attend all board meetings, as requested.
3. Contribute to the completion of up to two required Committee or Task Force reports per year: the End of Year report for the May Board meeting and a second report if deemed necessary by the Committee Chairs, Executive Director and President to correspond with key periods of activity or essential Board decision-making needs for an individual committee.
4. May Board meeting: All Committees and Task Forces send written reports. Committees and Task Forces with key decision items will be added to meeting agenda
  - a. \*\*Reports should serve to update the Board on recent activities, inform them of any questions awaiting Board decision, and communicate any other relevant news. Reports should be sent directly to the AAMC & AAMC Foundation Executive Director at a minimum of two weeks before the meeting at which the information will be shared.
5. Contribute to the completion of the Committee and Task Force assessment, as administrated by the Governance & Nominating Committee.

## COMMITTEE GOVERNANCE PROCEDURES

### COMMITTEE NOMINATIONS AND SELECTION

#### ALL POSITIONS

Recruitment and/or appointment for all Committee positions will be conducted between June and August each year. All terms for Committee positions will commence over the summer, and will be two years in duration. Candidates should possess expertise appropriate to the committee's work or a willingness to learn the material. Candidates must also be or become AAMC members in good standing or be a pre-approved non-member that will bring an important voice to the Committee. Non-member candidates must be pre-approved by the Executive Director, President and Committee chair, non-member that will bring an important voice to the Committee. Committees should be no more than 15 and no fewer than 5 persons, including the committee chair(s.) Committee members cannot be renewed beyond 2 years, unless the Committee has been founded in the past two years, or the member is rotating on as a Chair or Co-Chair or VP role. Otherwise, Committee members can serve for 2 years, and then must rotate off, but can rejoin the committee after a year absence.

#### COMMITTEE CHAIRS

Committees may have one or two chairs, depending on the needs of the particular Committee. Committee Chairs are appointed by the President and Executive Director and in consultation with the outgoing and current Committee Chairs, and are elected confirmed in May. Chairs serve two-year terms, and may already have been on the Committee they will chair for two years. In instances where two Committee Chairs serve, terms should be staggered so that both chairs do not rotate on or off the committee at the same time.

#### COMMITTEE MEMBERS

Diversity in type of institution, professional experience, and area of expertise is encouraged within each committee body; to this end, Chairs should consider diversity across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position when considering Committee Members. Recruitment to Committees is open to the full membership, and members are selected by the President, Executive Director, and outgoing and current Committee Chairs before July 1<sup>st</sup> of each year. Depending on the needs of the Committee, non-AAMC members with special expertise can be Committee members.

#### AD HOC COMMITTEES

The Executive Committee and/or Board of Trustees will create ad hoc committees as needed to oversee a special project or assignment that has a specific timeline. Ad hoc Committees will dissolve upon the completion of the project.

### COMMITTEE EXPENSE ALLOCATION

All Committee expenses must be discussed and pre-approved by the Executive Director and Finance, Fundraising & Audit Committee. All receipts and accounting are required to be in order to receive reimbursement. Generally reimbursements are not provided. There will be no compensation awarded for Committee Chairs' or Members' time.

### RESIGNATION

Should a Committee member wish to resign from a committee, the member must submit a resignation letter to the Executive Director and Committee Chair(s). Should a Committee Chair wish to resign, that individual should submit a resignation letter to the President and Executive Director.

## **DISSOLUTION OF COMMITTEES**

Every two years, each committee will be evaluated by the Executive Committee, which will present recommendations to the Board of Trustees for continuation or, if it is determined that the committee no longer serves the Association's needs, termination. Reasons may include, but are not limited to, completion of committee's mission or no longer serving the membership.

## **DISMISSAL**

The Committee Chair(s) in conjunction with the Executive Committee may terminate committee membership and the Committee Chair can be terminated by the Executive Committee for the following reasons:

1. Not an AAMC member unless serving in a pre-approved non-member capacity;
2. Member has not been in communication with Committee Chair or other committee members for over more than six months;
3. Member has not participated in any committee meetings, programs or projects during the previous six months;
4. Member has flagrantly violated Committee Member responsibilities;
5. Member has been committed a felony or act that violates AAMC bylaws and Code of Ethics;
6. It has been determined by a court of law that member is non compos mentis (not of sound mind).

## **TASK FORCE GOVERNANCE PROCEDURES**

### **TASK FORCE NOMINATIONS AND SELECTION**

#### **ALL POSITIONS**

Recruitment and/or appointment for all Task Force positions will be conducted between April – June each year. All terms for Task Force positions will commence over the summer, and will be two years in duration. Candidates should possess expertise appropriate to the Task Force’s work or a willingness to learn the material. Each candidates must also be or become an AAMC member in good standing or be a pre-approved non-member that will bring an important voice to the group. Task Forces should be no more than 15 and no fewer than 5 persons, including leader(s).

#### **TASK FORCE LEADERS**

Task Forces may have one or two leaders, depending on the needs of the particular Task Force. Task Force Leaders are appointed by the President and Executive Director in consultation with the outgoing and current Task Force Leaders, and are elected in May. In instances where two Leaders serve, terms should be staggered so that both Leaders do not rotate on or off the Task Force at the same time.

#### **TASK FORCE MEMBERS**

Diversity in type of institution, professional experience, and area of expertise is imperative within each committee body; to this end, Leaders should consider diversity across self-identifications (by nation, gender, creed, race, etc.), fields of expertise, types of institutional mission, and regional position when considering Task Force Members. Recruitment to Task Force is open to the full membership, and is selected by the President, Executive Director, and outgoing and current Task Force Leaders before July 1<sup>st</sup> of each year. Depending on the needs of the Task Force, non-AAMC members with special expertise can be Task Force members.

#### **AD HOC TASK FORCES**

The Executive Committee and/or Board of Trustees will create ad hoc Task Forces as needed to oversee a special project or assignment that has a specific timeline. This type of Task Force will dissolve upon the completion of the project.

### **TASK FORCE EXPENSE ALLOCATION**

All Task Force expenses must be discussed and pre-approved by the Executive Director and Finance & Audit & Fundraising Initiatives Committee. All receipts, etc., must be submitted in order to receive reimbursement. Generally reimbursements are not provided. There will be no compensation awarded for Task Force Leaders’ or Members’ time.

### **RESIGNATION**

Should a Task Force member wish to resign from a Task Force, the member must submit a resignation letter to the Executive Director and Task Force Leader(s). Should a Task Force Leader wish to resign, that individual should submit a resignation letter to the President and Executive Director.

### **DISSOLUTION OF TASK FORCE**

Every two years, each Task Force is evaluated by the Executive Committee, which will present recommendations to the Board of Trustees for continuation or termination if it is determined that the Task Force no longer serves the Association’s needs. Reasons may include, but are not limited to, completion of Task Force’s mission or no longer serving the membership. Task Forces may or may not be made into a permanent Committee, depending on the charge of the Task Force and its ongoing relevance to the mission and vision of the organizations.



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## **DISMISSAL**

The Task Force Leader(s) in conjunction with the Executive Committee may terminate Task Force membership and the Task Force Leader can be terminated by the Executive Committee for the following reasons:

1. Not an AAMC member unless serving in a pre-approved non-member capacity;
2. Member has not been in communication with committee chair or other committee members for over six months;
3. Member has not participated in any committee meetings, programs or projects during the previous six months;
4. Member has flagrantly violated Task Force Member responsibilities;
5. Member has been convicted of a felony or act that violates AAMC bylaws and Code of Ethics;
6. It has been determined by a court of law that member is non compos mentis (not of sound mind).

## COMMITTEE DESCRIPTIONS

### AWARDS FOR EXCELLENCE COMMITTEE

The Awards Committee works directly on the AAMC & AAMC Foundation “Awards for Excellence”. Through the Awards, launched in 2004, the organizations honor curators for their outstanding work in catalogues, essays, articles, exhibitions, and digital publications. The Prizes, as they are more informally known, are the only of their kind by which curators directly honor the work of their colleagues, and are highly esteemed. As curators and their roles evolve, the organizations and this Committee continue to review the Award categories and vetting process to be inclusive of all curatorial achievements in scholarship, education, and visitor experience. The Awards Committee works to outline and define the criteria for vetting nominations, reviews nomination forms, and regularly reviews categories to ensure a fair and inclusive process. As of 2016, the Exhibition and Catalogue awards are both divided into subcategories determined by operating budget. The Awards Committee serves as jurors for the Exhibition awards, and separate jury pools, chosen by AAMC & AAMC Foundation, vet other categories.

### CAREER SUPPORT COMMITTEE

The mission of the Career Support committee is to provide curators at all stages of their careers the opportunity to share professional experiences, advice, and best practices through the development of programs that foster meaningful interactions and mentoring relationships.

### CONFERENCE COMMITTEE

The Conference Committee works with the Executive Director and the leadership of the AAMC and the AAMC Foundation to shape the annual AAMC Conference & Meeting. Specifically, the Conference Committee ensures that the annual program engages in topics that are timely and important, reflecting the diversity, expertise, and interests of our membership. Additionally, the Conference Committee supports the AAMC’s efforts to secure funding and venues, and to ensure that the conference is an inspiring and productive experience for all attendees.

### EXECUTIVE COMMITTEE

The Executive Committee is made up of the elected officers of the AAMC & AAMC Foundation and conducts general business on behalf of the whole Board of Trustees. Executive Committee members serve on all other AAMC & AAMC Foundation committees as ex-officio members. The Executive Committee consists of the President; Vice President, Programs; Vice President, Finance; Vice President, Governance & Nominating; Vice President, Communications.

Responsibilities include:

1. Advise the Trustees and committees on all matters of finance, programs, communications and general operating of the AAMC & AAMC Foundation.
2. Work to recruit and orient new leadership to both the AAMC & AAMC Foundation Board and Committees.
3. Create and present two committee reports as needed.



## **FINANCE, FUNDRAISING & AUDIT COMMITTEE**

The Finance, Fundraising and Audit Committee monitors and provides guidance on the organizations' financial status by reading financial reports, managing investments (if applicable), as well as working with management on preparing the budget that the Board of Trustees then approves. During the year, the Committee meets to monitor the organizations' finances and to oversee any other issues concerning the financial well-being of the organizations. The Finance Committee is chaired by the Vice President of Finance and has a co-chair serving as well. The Committee oversees the integrity of the organizations' financial management system and financial reporting and ensures the independence of the annual audit. Its ultimate purpose is to deter or detect financial mismanagement or fraud. In addition, this committee is responsible for developing strategies and prospects for fundraising initiatives, including individual, institutional and corporate support, and plays an active role in securing these gifts.

## **GOVERNANCE & NOMINATING COMMITTEE**

The Governance & Nominating Committee of the AAMC & AAMC Foundation ensures that all board and related committee activity is effective and appropriate, and that all roles and responsibilities of each are clearly elucidated. The Committee is responsible for all governance-related issues facing the organizations.

The Governance & Nominating Committee will design and implement a Board and Committee assessment module in which the Board and Committees must look at their composition, recruitment process, committee structure and overall performance.

Responsibilities include:

1. Approve Call for Nomination announcements for Trustee and executive officer positions.
2. Compile a slate of candidates for Executive officers and Trustees of the organizations prior to the May Board meeting for full Board approval.
3. Every other year, facilitate the nomination & election process of the AAMC & AAMC Foundation President.
4. Review and modify organizational By-laws and Board and Committee handbook as needed.
5. Create, update and modify the board and committee assessment module for the AAMC & AAMC Foundation.
6. Facilitate Board assessments.
7. Facilitate Committee assessments.
8. Create and present committee reports as needed with a full report needed at a minimum of once per year for the May Board meeting.

## **MARKETING & COMMUNICATIONS COMMITTEE**

The purpose of the Marketing & Communications Committee is to promote awareness of the-AAMC-& AAMC Foundation among various groups, starting with the membership itself, and to gain greater recognition for the organizations' initiatives with a broader external audience. To fulfill this charge, the Marketing & Communications Committee will, in collaboration with and guidance of the AAMC & AAMC Foundation staff, work with the AAMC & AAMC Foundation Staff and Executive Committee and other AAMC & AAMC Foundation leadership groups to:

1. Facilitate marketing and communication for the AAMC & AAMC Foundation, including public relations, promotion, and outreach.
2. Work with the Executive Director to promote AAMC & AAMC Foundation's marketing initiatives
3. Recommend broad messages and themes to use in marketing to various constituencies.
4. Develop guidelines and policies for (within technological parameters) and review content of the AAMC & AAMC Foundation Website: [artcurators.org](http://artcurators.org)



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## **MEMBERSHIP COMMITTEE**

The Membership Committee is concerned with assuring that the body of AAMC members is inclusive, fair and representative of the broad scope of art curators working in the US and internationally in the non-profit communities. It is the goal of the Committee that the organizations be representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position. Art curators working in the non-profit sector, either within a Museum, art organizations, or other model of institution, and independent curators, from around the globe are welcome to apply for membership.

Responsibilities include:

1. Approve eligible curators that are not strictly at a non-profit arts organizations full or part time
2. Identify appropriate individuals for membership
3. Recruit new and renew lapsed members
4. Bring issues of the membership to the Executive Director and AAMC & AAMC Foundation leadership

## **PROFESSIONAL DEVELOPMENT COMMITTEE**

The Professional Development Committee focuses on curatorial-driven professional development programming. As of 2016, the sole focus of the Committee is maintaining a regular calendar of Professional Development webinars. The committee presents all ideas and suggestions for programming to the Executive Committee and Executive Director for approval. Activities can be for the organizations' individual and institutional members, student forum, committees, and task forces, as well as external audiences, and can be paid or free programs.

## TASK FORCE DESCRIPTIONS

### ADVOCACY TASK FORCE

The Advocacy Task force works to ensure that the AAMC & AAMC Foundation acts and is perceived as the definitive voice of the curatorial profession. The Task Force will work to advocate for the curatorial profession, and to elevate the voice of the curator both within the art world and beyond it.

Responsibilities include:

1. Heighten the profile of the AAMC & AAMC Foundation as the definitive voice of the profession.
2. Create policies and standard responses for press inquiries for general subjects and advocacy-related subjects.
3. Create streamlined process for responding to press inquiries.

### DIVERSITY TASK FORCE

The Diversity Task Force is dedicated to building inclusion into the curatorial profession, establishing concrete processes and resources to increase opportunities while fostering open discussion of entrenched systems of disenfranchisement with arts organizations. The task force will work toward making an impact through both action and dialogue.

All of AAMC & AAMC Foundation programming and overall efforts shall strive to be representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position, of participants. The more diverse our voices, the more dynamic our offerings.

Responsibilities include:

1. Work with Vice President, Programs to develop programs that address the Task Force's goals.
2. Review AAMC & AAMC Foundation's programmatic offerings to ensure adherence to Diversity Policy.
3. Initiate discussions both inside and outside the curatorial realm regarding issues of inclusion in the field and within AAMC's membership, beginning work on a solid trajectory towards changing the demographics of the profession.



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## **BY-LAWS OF THE AAMC & AAMC FOUNDATION**

### **ARTICLE I - OFFICES**

The principal office of the corporation in the State of New York shall be located at such location in the City of New York as is determined by the board of Trustees. The corporation may have such other offices, either within or without the State of New York as the board of Trustees may designate or as the business of the corporation may from time to time require.

### **ARTICLE II - MEMBERS**

Members are all art curators working in the non-profit sector, including full-time, part-time, and those working independently. Curators working in for-profit settings more than 50% of the time are not eligible. Members are accepted regardless of career level, but must be working in the field and not only students of the profession. Membership is international and global in scope.

### **ARTICLE III – MEETINGS**

#### **ANNUAL CONFERENCE & MEETING.**

The Annual Conference & Meeting of the members shall be held in April or May each year, beginning with the year 2004, for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. The meeting will be held at the AAMC & AAMC Foundation Annual Conference.

#### **SPECIAL MEETINGS**

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Trustees, and shall be called by the President at the request of not less than twenty-five per cent of all the members entitled to vote at the meeting.

#### **PLACE OF MEETING**

The Trustees may designate any place, either within or without the State unless otherwise prescribed by statute, as the place for meeting for any Annual Conference & Meeting or for any special meeting called by the Trustees. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statutes as the place for holding such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation.

#### **NOTICE OF MEETING**

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than 150 days before the date of the meeting, either personally, by mail, or any electronic means, by or at the direction of the President, or Vice President roles or Executive Director calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at its address as it appears on the records of the corporation.

#### **QUORUM**

At any meeting of members, a majority of the members of the corporation, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than said number of the outstanding shares are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The



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members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**PROXIES**

At all meetings of members, a member may vote by proxy executed in writing by the member or by duly authorized attorney in fact. Such proxy shall be filed with the Vice President of Communications and Marketing before or at the time of the meeting.

**VOTING**

Each member entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person, virtually or by proxy. Upon the demand of any members the vote for Trustees and upon any question before the meeting shall be by ballot. All elections for Trustees shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

**ORDER OF BUSINESS.**

The order of business at all meetings of the members, may be as follows:

1. Proof of notice of meeting or waiver of notice
2. Reading of minutes of preceding meeting
3. Update from President, current, outgoing and/or incoming
4. If needed, reports of Committees, noted as available online
5. Election of Executive Committee and Trustees at Large
6. Unfinished Business
7. New Business

**INFORMAL ACTION BY MEMBERS**

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**ARTICLE III - BOARD OF TRUSTEES**

**GENERAL POWERS**

The business and affairs of the corporation shall be managed by its board of Trustees. The Trustees shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

**NUMBER, TENURE AND QUALIFICATIONS**

The number of Trustees at Large of the corporation shall be at least eight and not more than twenty- five. Each Trustee serves for a three-year term with the option of a second three-year term total for a total of six years eligibility on the Board. Board members that have completed their term(s) are eligible to serve again after taking three years off. Board members are eligible to serve on committees and task forces as either chairs or members immediately after their board term is complete.

**REGULAR MEETINGS**

A regular meeting of the Trustees shall be held without other notice than this by-law immediately before or after, and at the same place as, the Annual Conference & Meeting of members. The Trustees may provide, by



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resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**SPECIAL MEETINGS**

Special meetings of the Trustees may be called by or at the request of the president or any- two Trustees. The person or persons authorized to call special meetings of the Trustees may fix the place for holding any special meeting of the Trustees called by them.

**NOTICE**

Notice of any special meeting shall be given at least two business days previously thereto by written notice delivered personally, or by email or other electronic means, or mailed via the United States Postal Service, to each director at their business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by email or other electronic means, such notice shall be deemed to be delivered when sent. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**QUORUM**

At any meeting of the Trustees, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

**MANNER OF ACTING**

The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Any action which is required to be taken or which may be taken at a meeting of the board of Trustees or any committee of the board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the board of Trustees of the corporation or the committee. Any one or more members of the board or any committee thereof may participate in a meeting of the board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and any such participation shall constitute presence in person at the meeting.

**NEWLY CREATED TRUSTEESHIPS AND VACANCIES**

Newly created Trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the board for any reason except the removal of Trustees without cause may be filled by a vote of a majority of the Trustees then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Trustees without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of their predecessor.

**REMOVAL OF TRUSTEES**

Any or all of the Trustees may be removed for cause by vote of the members or by action of the board. Trustees may be removed without cause only by vote of the members.

**RESIGNATION**

Should a Board member wish to resign, the member must submit a written resignation letter to the Board President and Executive Director. The letter should be promptly considered and a written response sent, followed by prompt notification to the board.



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**REMOVAL**

Any officer or agent elected or appointed by the Trustees may be removed by the Trustees whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the majority of the Trustees for the unexpired portion of the term.

**PRESIDENT**

The president shall in general supervise and control the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Trustees. The president may sign, with the Vice President(s) or any other officer designated by the Trustees, any contract, document or other instrument authorized by the Trustees, and such other duties as may be prescribed by the Trustees from time to time.

**VICE-PRESIDENT, GOVERNANCE & NOMINATING**

In the absence of the president or in event of their inability or refusal to act, the vice- president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned by the president or by the Trustees.

**VICE PRESIDENT, COMMUNICATIONS**

The secretary shall keep complete records of the minutes of the members' and of the Trustees' meetings in permanent files with contents clearly noted, see that all notices are duly given in accordance with the provisions of these by-laws or as required be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each member which shall be furnished to the secretary by such member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Trustees.

**VICE PRESIDENT, PROGRAMS**

The Vice President of Programs serves as an active member of the Executive Committee. Serve as Executive Committee liaison to the Professional Development, Career Support, and Conference Committees, acting as a direct voice of the organizations' strategic plan goals, including diversity and advocacy initiatives, and sharing directives across committees—and therefore an active participatory member on each committee; works with Executive Director and relevant Committees on programming, as needed and/or requested, and performs such other duties as from time to time may be assigned by the President or by the Board of Trustees.

**VICE PRESIDENT, FINANCE**

The Vice President, acts as treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform. All of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Trustees.

**SALARIES**



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The salaries of the officers, if any, shall be fixed from time to time by the Trustees and no officer shall be prevented from receiving such salary by reason of the fact that the individual is also a director of the corporation.

**ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**CONTRACTS**

The Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**LOANS**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Trustees. Such authority may be general or confined to specific instances.

**CHECKS, DRAFTS, ETC**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, including the Executive Director, who is an ex-officio officer, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Trustees.

**DEPOSITS**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Trustees may select.

**ARTICLE VI - FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January in each year, or as otherwise determined by the board of Trustees.

**ARTICLE VIII - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX - INDEMNIFICATION**

Each individual or entity (an "indemnitee") who is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding" ), by reason of the fact that the individual, or an entity as to which the individual is a representative, is or was a member, director or officer of the corporation, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the not-for-profit corporation law as the same exists or may be hereafter be amended, against all loss, cost and expense (including, without limitation, attorneys' fees and expenses, unless legal representation is provided directly by the corporation, and amounts paid in settlement), reasonably incurred by the indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a member, director or officer, and shall inure to the benefit of their heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person or entity seeking



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indemnification in connection with a proceeding initiated by such person or entity only if such proceeding was authorized by the board of Trustees.

The right to indemnification incurred by this Article IX shall be a contract right and shall include the right to be paid by the corporation for the expenses incurred in defending any such proceeding in advance of its final disposition (unless such defense is provided for directly by the corporation); provided that, if required by law, the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking by the indemnitee to repay any amounts so advanced if it is ultimately determined that the indemnitee is not entitled to be indemnified under this Article IX or otherwise.

The corporation may, by action of the board of Trustees, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing provisions of this Article IX.

**ARTICLE X - AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the members at any annual members' meeting or at any special members' meeting when the proposed amendment has been set out in the notice of such meeting, or by the unanimous written consent of the members. Any by-laws adopted by the Trustees may be altered, amended or repealed by the Trustees.